

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PHILLIP NELSON BURNS, MIRJANA
PAVKOVICH, Administrator of the Estate of
Rade Pavkovich, Deceased, and Warren
Elmer Halpap,

Plaintiffs,

-against-

GRUPO MÉXICO, S.A. de C.V., a Mexican
Corporation,

Defendant.

Case No. 1:07-CV-3496(WHP)

**DECLARATION OF J. RYAN MILLER, ESQ.
IN SUPPORT OF DEFENDANT GRUPO
MÉXICO, S.A.B. DE C.V.'S OPPOSITION TO
NON-PARTY ASARCO LLC AND SOUTHERN
PERU HOLDINGS, LLC'S CONSOLIDATED
MOTIONS TO SUBSTITUTE PLAINTIFFS
AND TO TRANSFER VENUE**

J. Ryan Miller, declares, pursuant to 28 U.S.C. § 1746:

1. I am associated with the law firm of Milbank, Tweed, Hadley & McCloy LLP, counsel for defendant Grupo México S.A.B. de C.V., and I am admitted to practice before this court. I submit this declaration on behalf of defendant in support of its Opposition to Non-Party ASARCO LLC and Southern Peru Holdings, LLC's Consolidated Motions to Substitute Plaintiffs and to Transfer Venue.
2. Attached hereto as Exhibit A is a true and correct copy of the Consent Decree, filed in *USA v. ASARCO, Inc. et al.*, Case No. 02-2079 (D. Ariz. Feb. 2, 2003).
3. Attached hereto as Exhibit B is a true and correct copy of the Answer of ASARCO Inc., filed in *USA v. ASARCO Inc. et al.*, No. 02-2079 (D. Ariz. Sep. 24, 2002) (No. 19).
4. Attached hereto as Exhibit C is a true and correct copy of the Complaint, filed in *USA v. ASARCO Inc. et al.*, No. 02-5401 (FDB) (W.D. Wash. Aug. 9, 2002) (No. 1).

5. Attached hereto as Exhibit D is a true and correct copy of the Civil Docket, *USA v. ASARCO Inc. et al.*, No. 2:02-cv-02079-RCB.

6. Attached hereto as Exhibit E is a true and correct copy of the Voluntary Petition of ASARCO LLC, filed in the bankruptcy proceeding *In re ASARCO LLC*, No. 05-21207 (Bankr. S.D. Tex. Aug. 8, 2005) (No. 1).

7. Attached hereto as Exhibit F is a true and correct copy of Southern Peru Copper Corporation's Schedule 13D, dated October 12, 2000 and filed with the United States Securities and Exchange Commission on October 13, 2000.

8. Attached hereto as Exhibit G is a true and correct copy of ASARCO Inc.'s Schedule 13D, dated November 17, 1999 and filed with the United States Securities and Exchange Commission on November 19, 1999.

9. Attached hereto as Exhibit H is a true and correct copy of the Voluntary Petition of Southern Peru Holdings, LLC, filed in the bankruptcy proceeding *In re S. Peru Holdings, LLC*, No. 06-20774 (Bankr. S.D. Tex. Dec. 12, 2006) (No. 1).

10. Attached hereto as Exhibit I is a true and correct copy of the Summary of Schedules, filed in the bankruptcy proceeding *In re S. Peru Holdings, LLC*, No. 06-20774 (Bankr. S.D. Tex. Jan. 26, 2007) (No. 3655).

11. Attached hereto as Exhibit J is a true and correct copy of the Statement of Financial Affairs, filed in the bankruptcy proceeding *In re S. Peru Holdings, LLC*, No. 06-20774 (Bankr. S.D. Tex. Jan. 26, 2007) (No. 3656).

12. Attached hereto as Exhibit K is a true and correct copy of the Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines, filed in the bankruptcy proceeding *In re ASARCO LLC*, No. 05-21207 (Bankr. S.D. Tex. Aug. 24, 2005) (No. 157).

13. Attached hereto as Exhibit L is a true and correct copy of the Notice of Section 341 Meeting of Creditors, filed in the Bankruptcy proceeding *In re ASARCO LLC*, No. 05-21207 (Bankr. S.D. Tex. Feb. 1, 2007) (No. 3684).

14. Attached hereto as Exhibit M is a true and correct copy of ASARCO LLC's Answer to Second Amended Complaint Seeking to Hold ASARCO, LLC Liable for the Tort Liabilities of the Subsidiary Debtors, filed in the bankruptcy proceeding *In re ASARCO LLC*, Case No. 05-21207 (S.D. Tex. May 11, 2007) (No. 4694).

15. Attached hereto as Exhibit N is a true and correct copy of the opinion issued in *Southmark Corp. v. Crescent Heights VI, Inc.*, (*In re Southmark Corp.*), No. 95-10849 (N.D. Tex. Jul. 26, 1996) *aff'd* 95 F.3d 53 (5th Cir. 1996).

16. Attached hereto as Exhibit O is a true and correct copy of ASARCO and Southern Peru Holdings LLC's Response to Americas Mining Corporation's Motion to Dismiss the First Amended Complaint, filed in *ASARCO LLC v. Americas Mining Corp.*, Civ. A. No. 1:07-cv-00018 (S.D. Tex. June 7, 2007).

17. Attached hereto as Exhibit P is a true and correct copy of available flights on July 10, 2007 from Mexico City, Mexico, to New York, New York; from Mexico City, Mexico to Brownsville, Texas; from Phoenix, Arizona to New York, New York; and from Phoenix, Arizona to Brownsville, Texas, printed on July 9, 2007, from the travel website www.orbitz.com.

18. Attached hereto as Exhibit Q is a true and correct copy of the Form CB Tender Offer/Rights Offering Notification Form filed by Nueva G. México, S.A. de C.V., dated September 28, 2000 and filed with the United States Securities and Exchange Commission on September 29, 2000.

19. I declare under penalty of perjury that to the best of my knowledge the foregoing is true and correct.

Executed on July 10, 2007
In New York, New York

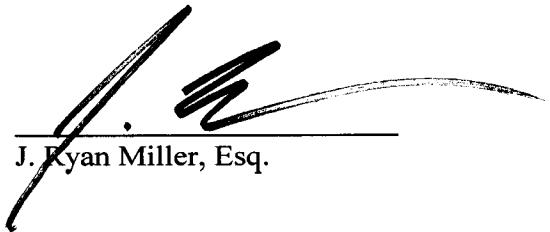


J. Ryan Miller, Esq.

CERTIFICATE OF SERVICE

I hereby certify that on July 10, 2007, a copy of Declaration of J. Ryan Miller, Esq. in Support of Defendant Grupo México, S.A.B. de C.V.'s Opposition to Non-Party ASARCO LLC and Southern Peru Holdings, LLC'S Consolidated Motions to Substitute Plaintiffs and to Transfer Venue, dated July 10, 2007 was served by e-mail as follows:

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J. Ryan Miller, Esq.